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Attorneys for Defendants Charles Schwab & Co., Inc.,
Schwab Investments, and Charles Schwab Investment
Management, Inc.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

JERRY SMIT, individually and on behalf of all
others similarly situated,

Plaintiff,

v.

CHARLES SCHWAB & CO., INC., SCHWAB
INVESTMENTS and, CHARLES SCHWAB
INVESTMENT MANAGEMENT, INC.,

Defendants.

Case No. 10-cv-03971 LHK

~~PROPOSED~~ ORDER APPROVING
SUBSTITUTION OF COUNSEL

Defendants Charles Schwab & Co., Inc., Schwab Investments, and Charles Schwab Investment Management, Inc., hereby substitute Quinn Emanuel Urquhart & Sullivan, LLP, as counsel of record, replacing Morrison & Foerster LLP. Counsel's new address of record is:

RICHARD A. SCHIRTZER
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QUINN EMANUEL URQUHART & SULLIVAN, LLP
865 South Figueroa Street, 10th Floor
Los Angeles, CA 90017-2543
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The substitution of counsel will take effect upon the Court's entry of the proposed order.

Dated: December 8, 2010

DARRYL P. RAINS
EUGENE ILLOVSKY
CRAIG D. MARTIN
DOROTHY L. FERNANDEZ
MORRISON & FOERSTER LLP

By: /s/ Darryl P. Rains
Darryl P. Rains

Dated: December 8, 2010

RICHARD A. SCHIRTZER
KARIN KRAMER
PATRICK DOOLITTLE
QUINN EMANUEL URQUHART &
SULLIVAN, LLP

By: /s/ Patrick Doolittle
Patrick Doolittle

1 Defendants hereby agree and consent to this substitution of counsel.

2 Dated: December 8, 2010

3 CHARLES SCHWAB & CO., INC.,
4 SCHWAB INVESTMENTS, AND CHARLES
5 SCHWAB INVESTMENT MANAGEMENT,
6 INC.

7 By: /s/ Linda Drucker

8 Linda Drucker
9 Associate General Counsel
10 Charles Schwab & Co.
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1 GOOD CAUSE APPEARING,

2 IT IS HEREBY ORDERED that Quinn Emanuel Urquhart & Sullivan, LLP shall, and
3 hereby is, substituted for Morrison & Foerster LLP as counsel of record for Defendants Charles
4 Schwab & Co., Inc., Schwab Investments, and Charles Schwab Investment Management, Inc.

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6 Date: December 15, 2010

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8 HONORABLE LUCY H. KOH,
9 U.S. District Court Judge
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